

UNITED STATES DISTRICT COURT
DISTRICT OF NEW HAMPSHIRE

VFS FINANCING, INC.

Plaintiff,

v.

BROOKS PRIDE 2, LLC, HAROLD J.
BROOKS and MAINE AVIATION
AIRCRAFT CHARTER, LLC.

Defendants.

C.A. No. 11-478-JL

**STIPULATION AND ORDER REGARDING TRANSPORT OF AIRCRAFT
FOR THE PURPOSE OF COMPLETING SCHEDULED MAINTENANCE**

Plaintiff VFS Financing, Inc. (“VFS” or “Plaintiff”) and defendants Brooks Pride 2, LLC (“BP2”), Harold J. Brooks (“Brooks”) (BP2 and Brooks are collectively referred to as “Defendants”) and Maine Aviation Aircraft Charter, LLC (“MACC”) hereby stipulate and agree as follows:

1. VFS commenced this action by filing a Verified Complaint on October 12, 2011 seeking damages and injunctive relief against Defendants and against MACC based upon Defendants’ breach of the loan documents under which BP2 obtained a \$4.77 million (\$4,770,000) loan from Plaintiff’s predecessor in interest to buy an aircraft that Brooks personally guaranteed.

2. Simultaneously with the commencement of this action, VFS filed a Motion for Order of Possession, which seeks, on an expedited basis, an Order granting VFS possession of the aforesaid aircraft pursuant to VFS’ rights under the parties’ Security Agreement, an international treaty and New Hampshire statute (“Motion for Possession”). *See* Motion for

Possession (Dkt. No. 3). VFS also simultaneously filed a Motion for Order of Attachment, which seeks, on an expedited basis, the issuance of an Order of attachment on defendant Brooks' real property located in New Hampshire ("Motion for Attachment"). *See* Motion for Attachment (Dkt. No. 2).

3. All defendants were served with copies of the Verified Complaint, Motions and all other filings submitted in this matter. *See* Returns of Service (Dkt. Nos. 8-10).

4. On October 24, 2011, a telephonic hearing was held on Plaintiff's request for an expedited hearing on the Motion for Possession and Motion for Attachment at which counsel for Plaintiff and Brooks appeared. After hearing the parties and considering the Motion, the Court entered a Procedural Order that recognized the Parties' agreement that "the assets referenced in the petition and motion shall not be conveyed or alienated in any way that will contravene the relief requested in the petition and motion without prior authorization from the plaintiff or the court." *See* Dkt. No. 12.

5. Pursuant to this Stipulation and Order, Defendants are permitted to transport the 2003 Cessna 525A aircraft, Serial No. 525A0187, with two (2) Williams International Company model FJ44-2C jet engines, Serial Nos. 126239 & 126240 and equipped with avionics and other equipment (the "Aircraft") from its current location to Portland, Maine to the care of MACC solely to ensure that certain required maintenance may be performed on the Aircraft on or before October 31, 2011.

6. In consideration for being granted permission to move the Aircraft, Brooks stipulates and agrees that: a) BP2 will pre-pay all costs and expenses related to the transfer of the Aircraft to Portland, Maine into the care of MACC; and b) BP2 will pre-pay MACC and any other servicers of the Aircraft the costs of the required scheduled maintenance.

7. The Parties further stipulate, agree and it is hereby ORDERED that the Aircraft shall remain grounded and hangared with MACC and shall not be moved, conveyed or otherwise encumbered without the express written consent of Plaintiff.

VFS FINANCING, INC. ,

By its attorneys,

/s/ Thomas H. Curran

Peter Antonelli, MA BBO #661526
Thomas H. Curran, MA BBO #550759
McCarter & English, LLP
265 Franklin Street
Boston, MA 02110
Phone: (617) 449-6500
E-mail: tcurran@mccarter.com
pantonelli@mccarter.com

MAINE AVIATION AIRCRAFT CHARTER,
LLC,

By its: _____

Signed: _____

Dated: _____

HAROLD J. BROOKS as MEMBER and
MANAGER of BROOKS PRIDE 2, LLC and
HAROLD J. BROOKS, INDIVIDUALLY

By his attorney,

Mark C. Rouvalis
McLane, Graf, Raulerson & Middleton, P.A.
900 Elm Street, P.O. Box 326
Manchester, NH 03105-0326
phone: 603-628-1329
fax: 603-625-5650

SO ORDERED:

Joseph N. Laplante
United States District Judge

7. The Parties further stipulate, agree and it is hereby ORDERED that the Aircraft shall remain grounded and hangared with MACC and shall not be moved, conveyed or otherwise encumbered without the express written consent of Plaintiff.

VFS FINANCING, INC. ,

By its attorneys,

Peter Antonelli, MA BBO #661526
Thomas H. Curran, MA BBO #550759
McCarter & English, LLP
265 Franklin Street
Boston, MA 02110
Phone: (617) 449-6500
E-mail: tcurran@mccarter.com
pantonelli@mccarter.com
MAINE AVIATION AIRCRAFT CHARTER,
LLC,

By its: _____

Signed: _____

Dated: _____

HAROLD J. BROOKS as MEMBER and
MANAGER of BROOKS PRIDE 2, LLC and
HAROLD J. BROOKS, INDIVIDUALLY

By his attorney,

Mark C. Rouvalis
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SO ORDERED:

Joseph N. Laplante
United States District Judge

7. The Parties further stipulate, agree and it is hereby ORDERED that the Aircraft shall remain grounded and hangared with MACC and shall not be moved, conveyed or otherwise encumbered without the express written consent of Plaintiff.

VFS FINANCING, INC. ,

By its attorneys,

Peter Antonelli, MA BBO #661526
Thomas H. Curran, MA BBO #550759
McCarter & English, LLP
265 Franklin Street
Boston, MA 02110
Phone: (617) 449-6500
E-mail: tcurran@mccarter.com
pantonelli@mccarter.com
MAINE AVIATION AIRCRAFT CHARTER,
LLC,

By its: manager

Signed: [Signature]

Dated: 10/27/11

HAROLD J. BROOKS as MEMBER and
MANAGER of BROOKS PRIDE 2, LLC and
HAROLD J. BROOKS, INDIVIDUALLY

By his attorney,

Mark C. Rouvalis
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900 Elm Street, P.O. Box 326
Manchester, NH 03105-0326
phone: 603-628-1329
fax: 603-625-5650

SO ORDERED:

/s/ Joseph N. Laplante
Joseph N. Laplante
United States District Judge

This order is not effective, however,
until appearances, either by counsel
or pro se parties, have been filed
and entered for all defendants.